

WEIL, GOTSHAL & MANGES LLP  
1 Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
2 Ray C. Schrock, P.C. (*pro hac vice*)  
(ray.schrock@weil.com)  
3 Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
4 Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
5 767 Fifth Avenue  
6 New York, NY 10153-0119  
7 Tel: 212 310 8000  
8 Fax: 212 310 8007

KELLER & BENVENUTTI LLP  
9 Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
10 Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
11 650 California Street, Suite 1900  
12 San Francisco, CA 94108  
13 Tel: 415 496 6723  
14 Fax: 650 636 9251

15 *Attorneys for Debtors  
and Debtors in Possession*

16 **UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

17  
18 **In re:**

19 **PG&E CORPORATION,**

20 **- and -**

21 **PACIFIC GAS AND ELECTRIC  
COMPANY,**

22 **Debtors.**

23  
24  Affects PG&E Corporation  
25  Affects Pacific Gas and Electric  
Company  
26  Affects both Debtors

27 Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

28 **SECOND SUPPLEMENTAL DECLARATION  
AND DISCLOSURE STATEMENT OF  
STEPHEN KAROTKIN PURSUANT TO  
11 U.S.C. §§ 327(a) AND FED. R. BANKR. P.  
2014(a) AND 2016 ON BEHALF OF  
WEIL, GOTSHAL & MANGES LLP**

\*All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).

1 Pursuant to 28 U.S.C. § 1746, I, Stephen Karotkin, hereby declare as follows:

2 I am a member of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an  
3 international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional  
4 offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts;  
5 Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom;  
6 Warsaw, Poland; Frankfurt and Munich, Germany; Paris, France; and Beijing, Hong Kong and Shanghai,  
7 China.

8 I submit this declaration (this “**Declaration**”) as a supplement to my Declaration, dated March  
9 13, 2019 (the “**Original Declaration**”), filed in support of the *Application of Debtors Pursuant to 11*  
10 *U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Weil,*  
11 *Gotshal & Manges LLP as Attorneys for the Debtors Effective as of the Petition Date* [Docket No. 864]  
12 (the “**Weil Retention Application**”).

13 This Declaration has been prepared in accordance with the Original Declaration, which provides  
14 that Weil will supplement the disclosures in the Original Declaration to the extent required as a result of  
15 any new material relevant facts or relationships becoming available during these Chapter 11 Cases.<sup>1</sup>

16 I have been advised that Rothschild & Co. (“**Rothschild**”) has been retained by the Ad Hoc  
17 Committee of Subrogation Claimants as its financial advisor in connection with the Debtors’ Chapter 11  
18 Cases. Out of an abundance of caution, I wish to disclose that one of my children is a Vice-President in  
19 Rothschild’s restructuring group. I have been advised by Rothschild that my child (a) has had and will  
20 have no involvement in Rothschild’s representation of the Ad Hoc Committee of Subrogation Claimants  
21 in these cases, and (b) has been and will continue to be walled off from such representation since the  
22 time that Rothschild first became aware of Weil’s representation of the Debtors prior to the filing of  
23 these Chapter 11 Cases.

24 To the extent any information disclosed herein requires amendment or modification upon Weil’s  
25 completion of further review or as additional material, relevant facts or relationships becomes available,

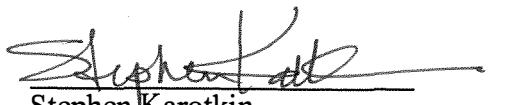
26  
27 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Original  
28 Declaration.

1 Weil will file a further supplemental declaration stating such amended or modified information.  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

---

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my  
2 knowledge, information, and belief.

3 Dated: May 9, 2019

4   
5 Stephen Karotkin  
6 Partner, Weil Gotshal & Manges LLP  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28